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FLORIDA DIVISION OF CORPORATIONS
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TO: DIVISION OF CORPORATIONS

FROM: FAB-T CORP. AGENTS, INC.

DEPARTMENT OF STATE

8405 NW 53RD ST

STATE OF FLORIDA

SUITE C-100

409 EAST GAINES STREET

MIAMI FL 33166-

TALLAHASSEE, FL 32399

CONTACT: LIDIA FERNANDEZ

FAX: (904) 922-4000

PHONE: (305) 592-8039

FAX: (305) 592-9591

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DOCUMENT TYPE: FLORIDA PROFIT CORPORATION OR P.A.

NAME: CHARLOTTE RUSSE ENTERPRISES, INC.

FAX AUDIT NUMBER: H95000005315

CURRENT STATUS: REQUESTED

DATE REQUESTED: 05/11/1995

TIME REQUESTED: 12:45:27

CERTIFIED COPIES: 1

CERTIFICATE OF STATUS: 0

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05/11/95

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

ARTICLES OF INCORPORATION
OF
Charlotte Russe Enterprises, Inc.

ARTICLE I - NAME OF CORPORATION

The name of the corporation is: Charlotte Russe Enterprises, Inc.

ARTICLE II - NATURE OF BUSINESS

The corporation is authorized to conduct any lawful business in the State of Florida which is not prohibited by law, rule or regulation.

ARTICLE III - CAPITAL STOCK

The maximum number of shares of stock that this corporation is authorized to have outstanding at any time is 100 (One Hundred) shares of COMMON STOCK. Authorized Capital Stock may be paid for in cash, service or property at a just value to be fixed by the Board of Directors of this Corporation at any regular or special meeting.

ARTICLE IV - TERM OF EXISTENCE

The corporation shall have a perpetual existence.

ARTICLE V - PRINCIPAL ADDRESS

The initial address of the principal office of the corporation is to be at: 554 Normandy L, Delray Beach, Florida 33484
The Board of Directors may from time to time designate such other address and place for the principal office of this corporation as it may see fit.

ARTICLE VI - DIRECTORS

The corporation shall have one (1) director initially. The number of directors may be increased from time to time by the BY-LAWS, BUT shall never be less than one.

ARTICLE VII - INITIAL DIRECTORS

The names and addresses of the first officer and member of the Board of Directors of this corporation is:

- 1) Nathan Weinberg, President
554 Normandy L
Delray Beach, Florida 33484

Prepared by Mark J. Doring, Attorney at Law, 14000 Military Trail, Suite 404-2, Delray Beach, FL 33484, FL Bar 0887315 (407) 499-8555

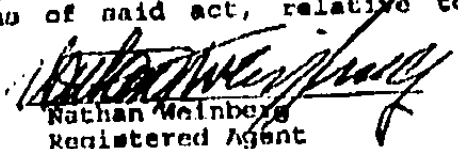
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ARTICLE VIII - RESIDENT AGENT

Pursuant to the provisions of section 607.0501, Florida Statutes, Charlotte Russe Enterprises, Inc., desiring to organize under the laws of the State of Florida with its principal office as indicated in the Articles of Incorporation in the City of Delray Beach, County of Palm Beach, has named, Nathan Weinberg, located at 554 Normandy L, Delray Beach, Florida 33484, as its Agent to accept service of process within this State.

ACKNOWLEDGEMENT: Having been named to accept service of process for the above stated corporation, at the place designated in this Certificate, I hereby accept to act in this capacity and agree to comply with the provisions of said act, relative to keeping said office open.


Nathan Weinberg
Registered Agent

DATE: May 11, 1995

ARTICLE IX - SUBSCRIBERS

The name(s) and address(es) of the subscribers to these Articles of Incorporation, the number of shares each agrees to take and the value of consideration therefore are as follows:

NAME	ADDRESS	NUMBER OF SHARES	AMOUNT
Nathan Weinberg	554 Normandy L Delray Beach, FL 33484	100	\$100.00

ARTICLE X - EFFECTIVE DATE

These Articles of Incorporation shall be effective on the 11th day of May, 1995.

ARTICLE XI - AMENDMENT

These Articles of Incorporation may be amended in the manner provided by law. Every amendment shall be approved by the Board of Directors, proposed by them to the stockholders, and approved at a stockholders meeting by a majority of the stockholders entitled to vote thereon, manifesting their intention that a certain amendment to these Articles of Incorporation be made.

IN WITNESS WHEREOF, I have hereunto set my hand, acknowledged and filed the foregoing Articles of Incorporation under the laws of the State of Florida, this 11th day of May, 1995.


Nathan Weinberg

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05/11/95 13107 FAS-T CORPORATE AGENTS

(305) 592-9591

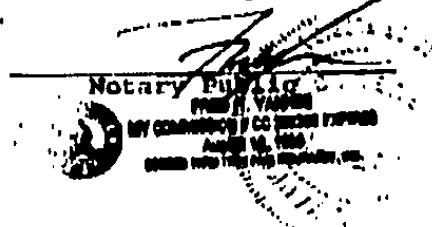
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STATE OF FLORIDA)
COUNTY OF PALM BEACH)

BEFORE ME, the undersigned Notary Public, personally appeared Nathan Weinberg who is known to me personally to be the individual described herein, first being sworn, executed the foregoing Articles of Incorporation and acknowledged before me that they executed the same for the purposes therein stated.

WITNESS, my hand and official seal in the County and State named above this 11th day of May, 1995.



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TALLAHASSEE, FLORIDA

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